

ATTACHMENT A
TIMELINE

TIMELINE FOR OPEN ACCESS NEGOTIATIONS WITH TIME WARNER

**Texas Internet Service Providers' Association (TISPA),
Texas.net, JumpNet, InSync, Illuminati Online and
Koyote Internet**

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|----------|---|
| 8/25/00 | Letter to Bonnie Blecha from W. Scott McCollough requesting negotiations with Time Warner Cable on behalf of TISPA. |
| 8/25/00 | Letter to Bonnie Blecha from W. Scott McCollough requesting negotiations with Time Warner Cable on behalf of a coalition of larger Internet Service Providers who serve the Austin, Houston, and San Antonio, Texas markets (Texas.net, JumpNet, InSync, and Illuminati Online). |
| 9/8/00 | Letter from W. Scott McCollough to Bonnie Blecha responding to proposed term sheet and request for meeting. |
| 9/25/00 | Letter from W. Scott McCollough to Bonnie Blecha indicating he has not heard back from Time Warner regarding his September 8 letter and failure to respond by September 29 will be a refusal to negotiate. |
| 9/26/00 | Letter to W. Scott McCollough from Bonnie Blecha 1) thanking W. Scott for his September 8, 2000 response to Time Warner's proposed Letter of Intent; 2) desire to clear up some misunderstandings of Time Warner's key points and 3) developing a business relationship that will benefit consumers as well as both companies. Bonnie Blecha indicates that Time Warner will not negotiate with TISPA. |
| 11/8/00 | Time Warner executes NDAs for Illuminati Online, JumpNet, Inc. and Texas.net and delivers them to W. Scott McCollough. |
| 11/14/00 | Bonnie Blecha receives InSync executed NDA by FAX. |
| 11/15/00 | Bonnie Blecha expresses concern that InSync is a broadband competitor of Time Warner. Bonnie Blecha sends FAX to W. Scott McCollough with attached article from Broadband Technology entitled "Reliant Buys into Grande Cable Scheme." [Note: InSync is owned by Reliant Energy. A separate and different subsidiary of Reliant made an investment in Grande.] Bonnie Blecha indicates the NDA with InSync is therefore not acceptable as originally written. |

- 11/16/00 After several requests to Bonnie Blecha for her availability to set up a conference call or meeting with ISPs, Blecha explained she would not meet or have a conference call until she 1) received corporate summaries with contact information for each individual ISP; 2) complete executed confidentiality agreements with each ISP and Time Warner; and 3) has conducted a telephone call with each individual ISP. Bonnie Blecha will not negotiate with Texas.net, JumpNet, InSync and Illuminati Online as a group, even though these ISPs are attempting to coordinate to allow a single connection with Time Warner for all these ISPs.
- 11/20/00 Bonnie Blecha receives corporate summaries by email and available conference call dates for JumpNet.
- 11/27/00 * Received notification that November 29 conference call regarding "Technical Interfaces for Time Warner Networks" has been canceled.
- * Sent email to Bonnie Blecha to coordinate conference call with JumpNet.
- 12/1/00 Conference call with Dewey Coffman (JumpNet), Bonnie Blecha (Time Warner) and W. Scott McCollough
- 12/4/00 Carrie Keese (McCollough Paralegal) sent email to Bonnie Blecha confirming conference calls on 12/20/00 with Texas.net and Insync
- 12/19/00 Time Warner's attorney is in the process of modifying the confidentiality agreement for Insync. Bonnie Blecha will not execute the agreement until the modifications are complete. Time Warner by this point had over a month to review and modify the confidentiality agreement Time Warner drafted and InSync originally executed.
- 12/20/00 Received FAX from Bonnie Blecha re: MISP Master FAQ as of 12/20/00
- 12/20/00 Conference call with Ron Yokubaitis (Texas.net), Bonnie Blecha (Time Warner) and W. Scott McCollough.
- 12/20/00 *Conference call with Colleen Campbell Root, Diana Zake (InSync), Bonnie Blecha (Time Warner) and W. Scott McCollough.
- *Bonnie Blecha responds to W. Scott McCollough's request for written list of all Texas Systems.
- *Bonnie Blecha responds to W. Scott McCollough's email regarding Earthlink statements on "dedicated portion of pipe" or separate channel.

- *Bonnie Blecha informs W. Scott McCollough that Time Warner will respond only to technical questions related to the FAQ that are submitted in writing.
- 12/21/00 Previously scheduled conference call with JumpNet postponed until January 3, 2001.
- 1/3/01 *W. Scott McCollough sent letter to Bonnie Blecha requesting open access negotiations on behalf of Koyote Communications, Inc.
- *W. Scott McCollough sent email to Bonnie Blecha responding to the FAQ and asking 1) for more details on the combination and particular rules for when routing will be destination and when it will be source; and 2) set of network requirements that have been determined. [Note: Time Warner has never responded to these written technical questions related to the FAQ.]
- *Chris Bogart takes over as President and CEO of Time Warner Cable Ventures. Bonnie Blecha informs W. Scott McCollough that she may be replaced.
- 1/8/01 Anita Katz (Time Warner) requests contact information for JumpNet.
- 1/10/01 Anita Katz (Time Warner) requested contact information for Koyote Communications Inc. and provides pre-executed NDA.
- 1/11/01 *Received Time Warner executed NDA for InSync.
- *Bonnie Blecha and W. Scott McCollough exchange marked up confidentiality agreement on behalf of Koyote
- 1/24/01 Anita Katz (Time Warner) requests contact information for InSync. Carrie Keese (McCollough Paralegal) responds to request and asks the status of Time Warner's new contract terms. [Note: This information for each of the requestors was sought by Time Warner several times.]
- 1/26/01 Carrie Keese (McCollough Paralegal) sends email to Bonnie Blecha and Anita Katz (Time Warner) requesting status of new Time Warner Contract terms.
- 1/29/01 Carrie Keese (McCollough Paralegal) sent email to Bonnie Blecha and Anita Katz (Time Warner) requesting status of new Time Warner Contract terms. Bonnie Blecha responds to email reporting that Satish Adige is taking over the project.

- 2/5/01 *Letter to Koyote Communications, Inc. from Satish Adige with attached confidentiality agreement. [Note: this confidentiality agreement is different than the one previously sent on 1/10/01 and does not incorporate any of the tentative changes discussed by Bonnie Blecha and W. Scott McCollough on 1/11/01.]
- *W. Scott McCollough sends email to Satish Adige requesting proposed set of terms implementing FCC and FTC merger and asking for copy of AOL and Earthlink agreement. [Note: Time Warner has consistently refused repeated oral and written requests for copies of the Earthlink agreement. Further, Time Warner has refused to address the extent to which the terms of that agreement are available to other ISPs who wish to consider "adopting" them. The ISPs are concerned they will not be able to detect or protect against discrimination.]
- 2/14/01 Carrie Keese (McCollough Paralegal) sends email to Satish Adige requesting status of confidentiality agreement executed by Koyote.
- 2/20/01 Conference call with Satish Adige and W. Scott McCollough relating to Koyote confidentiality agreement. Time Warner will not have proposed terms for ISPs until mid March. Adige informs McCollough that Time Warner is in active, substantive negotiations with several national ISPs. McCollough protests Time Warner's refusal to engage in substantive negotiations with small and regional ISPs.
- 2/26/01 Email to W. Scott McCollough from Satish Adige. McCollough's comments on the Koyote confidentiality agreement have been passed to Victoria Miller, Time Warner attorney, who will contact McCollough to review changes.
- 3/12/01 Satish Adige reports to Texas.net that Time Warner's proposed term sheet will not be out until summer (August) when multiple ISP tests are over. Texas.net inquires as to what could be done to facilitate substantive negotiations before then, and again protests the delay in negotiations with small and regional ISPs.
- 3/14/01 W. Scott McCollough and Victoria Miller exchange changes to Koyote confidentiality agreement. Reach conceptual agreement on terms.
- 4/2/01 W. Scott McCollough sends email to Victoria Miller seeking status of agreed revisions to Koyote confidentiality agreement. No response is ever received.
- 4/9/01 Texas.net sends "Notice of Intention to File FCC Complaint" to Time Warner Cable, pursuant to the AOL-Time Warner Order. No written response is ever received.

7/30/01 Texas.net receives letter dated 7/23/01 from Edward Schor at Time Warner Cable, announcing Schor as the new (third) "Negotiator," saying "we are ready to begin discussions," and enclosing a press release and a 4-page "questionnaire," without which, apparently, no negotiations will occur.

ATTACHMENT B

TIME WARNER CABLE LETTER

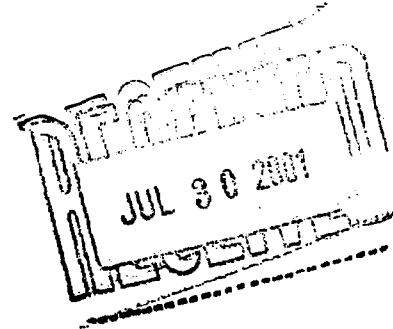
290 Harbor Drive
Stamford, CT 06902
Tel 203-328-4086
Fax 203-328-4091
E-mail edward.schor@twcable.com

Edward Schor
Director, Multiple ISP Development



July 23, 2001

Mr. Ronald Yokubaitis
Texas Networking, Inc.
823 Congress Avenue
Suite 440
Austin, TX 778701



Dear Mr. Yokubaitis:

Thank you for your inquiry concerning participation in Time Warner Cable's Multiple ISP (MISP) program. Since your last discussion with TWC, I have joined the company to work with those ISPs interested in partnering with us to offer high speed internet service. Attached, by way of introduction, is a copy of the press release announcing my appointment.

Since you contacted us, we have been moving along steadily to initiate the program. We have made substantial progress in addressing the myriad and complex technical, routing, bandwidth, provisioning, installation, billing, customer support and other issues that an undertaking of this magnitude presents, and, while numerous matters still need to be resolved, I am happy to report that we expect to launch the MISP service in a number of our divisions starting this fall. Consequently, we are now ready to begin discussions with those ISPs such as yourself who may wish to enter into a business relationship to provide high-speed service to consumers.

If you remain interested in discussing the opportunities that MISP presents, and to best move the process along, I ask that you please complete the attached questionnaire. It is designed to provide me with basic information about you, your company and your service. I apologize if some of the requested information duplicates what you may have previously submitted to my colleagues. However, this type of comprehensive format will be of great help in expediting my learning about your business, the particulars of your offerings to consumers and any unique aspects of those offerings, all toward helping to secure the best selection of ISP offerings for our mutual customers. Finally on this point,

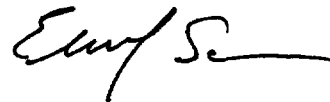
I believe the questionnaire to be in a convenient format, but please feel free to use any method you'd like to convey the information.

To the extent that your response includes information that you regard as proprietary, kindly identify it as such, and we will undertake to treat it confidentially.

Once I have had a chance to review your response, I'll be back in touch. I ask your indulgence if it should take time to get back to you, given the volume of ISP requests with which we are dealing.

In the interim, please do not hesitate to call me if you should have any questions. I can be reached at 203-328-4086. The questionnaire can be returned to my attention at the captioned address.

Sincerely,

A handwritten signature in black ink, appearing to read "Elmer S.", with a long horizontal flourish extending to the right.

enclosure



FOR IMMEDIATE RELEASE

June 21, 2001

Contact: Michael Luftman
(203) 328-0613

EDWARD SCHOR NAMED DIRECTOR,
MULTIPLE ISP DEVELOPMENT FOR TIME WARNER CABLE

Edward N. Schor, a seasoned executive with extensive experience in the media industry, has joined Time Warner Cable as Director, Multiple ISP Development. He will be in charge of negotiating agreements with local and regional Internet Service Providers to be made available to Time Warner Cable customers as part of the company's commitment to offer a choice of ISPs on its networks.

"Ed Schor's long experience in the communications industry makes him an ideal person to lead this important part of our multiple ISP effort," said Christopher P. Bogart, President and CEO of Time Warner Cable Ventures. "His appointment illustrates Time Warner Cable's strong commitment to ISP choice, and especially to ensuring that local and regional ISPs are part of the mix of services we make available to our customers." Schor will report to Satish Adige, Vice President, Cable Ventures, who will remain responsible for national ISP agreements.

Schor had been a partner in the law firm Wolf Block Schorr and Solis-Cohen in New York City. Before that he spent many years as Senior Vice President, General Counsel of Viacom's Cable and Broadcasting divisions, as well as Corporate Vice President, Associate General Counsel/Regulatory, of Viacom Inc. He also served as an attorney for Meredith Corporation and ABC.

He received a BA from Franklin and Marshall College, in Lancaster, PA, and a JD from New York University School of Law in New York City.

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A. COMPANY INFORMATION

1. Company Name: _____

Address: _____

Phone #: _____; Fax # _____; E-mail: _____

Contact Name: _____

URL: _____

2. Structure of the company (i.e., C-corp; S-corp; limited partnership; general partnership; joint venture; sole proprietorship): _____

3. State and date of incorporation/registration: _____

4. Jurisdictions in which the company currently has certificates of good standing/ authorizations to do business: _____

5. Company's d/b/a, if any: _____

6. Has the company done business under any name(s) other than as otherwise noted within the last 2 years?

If so, please identify and provide the relevant dates : _____

7. Names of principals (sole proprietorship/joint venture); principal stockholders (if not a public company); CEO/COO (stock companies; partnerships); managing members (LLC); general partners/managing limited partners (partnerships): _____

B. OPERATING INFORMATION

8. Does the company currently provide DSL or broadband service? If so, please provide name of the network vendor and the geographical area of deployment: _____

-
9. Does the company offer dial-up toll-free connectivity? If so, who is the network vendor, what is the toll-free number and what are the geographic boundaries of the service: _____
-
-

Please answer the following questions with respect to both dial-up and DSL service, as appropriate.

10. Geographic location(s) currently served: (identify towns, cities or regions, as appropriate). Please also indicate how long you have been doing business in each location: _____
-
-
-

11. Number of DSL modems deployed, if any, and vendor: _____

12. Number of POPs and addresses: _____

13. Hours/days during which tech telephone support is available: _____; during which other customer telephone support is available: _____

14. Is beeper tech support available at other times? _____; If yes, beeper numbers: _____

15. Number of dial-up lines: _____; Dial-up tel numbers: _____

16. Does the company have a website geared to consumers? If so, does it provide technical support? Please provide the URL: _____

17. Is the company affiliated with any other ISP or have a contractual relationship with another ISP pursuant to which the company resells services (dial-up or DSL) or pursuant to which the other ISP

provides customer related services? If so, please provide specifics: _____

18. Current dial-up/DSL service offerings, their pricing and average monthly number of customers
subscribing to each offering over the last 12 months : _____

19. What unique attributes, if any, do you believe distinguishes your company's ISP service from that of
other providers in your service areas? _____

**Please provide any consumer information, promotional materials, advertising samples, media
information etc. that you believe would be informative.**

**C. QUALITY OF SERVICE, CUSTOMER SATISFACTION, AND SERVICE COMMITMENT
INDICIA**

20. Total number of employees: _____; number of employees devoted full time and part time to: (i) tech
assistance _____; (ii) other customer support _____ (indicate full & part time)

21. Delinquent Customer experience (averaged monthly over last 12 months) as a percent of total customer
base: ____%

22. Current total number of customers for each of your dial-up and DSL services: _____;
average number of monthly customers (for each of DSL and dial-up) during: (i) the last 12
months: _____; (ii) the last 24 months _____

23. Churn rate (i.e., total average monthly churns over the last 12 months (monthly churn = number of disconnects, for each of DSL and dial-up, during a month/ number of customers at start of month, expressed as a percent))
: _____ %

24. How much do you expect to spend on marketing and promotion in the next 12 months? _____

ATTACHMENT C
TEXAS.NET NOTICE LETTER

STUMPF CRADDOCK MASSEY & PULMAN

A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW
1801 N. LAMAR BLVD, SUITE 104
AUSTIN, TX 78701

TELEPHONE (512) 485-7920
FACSIMILE (512) 485-7921
WEBSITE www.scmplaw.com

HOUSTON, TEXAS
SAN ANTONIO, TEXAS
BEAUMONT, TEXAS

April 9, 2001

Chris Bogart
President, CEO
Time Warner Cable
290 Harbor Drive
Stamford, CT 06902

BY CERTIFIED MAIL- RETURN RECEIPT REQUESTED No. _____

Re: Notice of Intention to File FCC Complaint

Dear Mr. Bogart:

Texas Networking, Inc. ("TexasNet") first sought negotiations with Time Warner Cable ("TWC") for access to cable plant on August 25, 2000. From the beginning, TexasNet has attempted to obtain a reasonable set of proposed terms from TWC for such access. TexasNet responded in writing to the initial proposed term sheet on September 8, 2000 and requested more commercially reasonable and viable terms. As you know, the initial proposed term sheet was extensively criticized by the Federal Communications Commission ("FCC"), and was the basis for many of the specific requirements in the FCC merger order. We believed and hoped that the parties could conduct discussions in an arms-length, equal bargaining position manner to discuss and reach reasonable business terms, both before and after the FCC order.

TWC, however, has consistently failed and refused to engage in meaningful, good-faith negotiations over substantive terms. TWC made it clear that it would be fruitless for TexasNet to propose terms for TWC's consideration by orally indicating on several occasions that TWC was not yet prepared to discuss substantive terms. TexasNet also submitted a series of written technical questions on January 3, 2001, and TWC has to date not responded to those questions. It has become apparent that TWC does not intend to negotiate in good faith with local and/or regional ISPs for commercially viable terms and conditions for access to TWC's cable plant. The unreasonable delay only serves to lengthen the time that TWC's own broadband ISP operations have a monopoly on cable broadband access, and will certainly serve to protect AOL from meaningful competition from local and/or regional ISPs after AOL is given access to TWC's plant.

We are aware that TWC has executed an agreement (or an agreement in principle) with at least two national ISPs, and we were informed by TWC on February 20, 2001 that TWC is in active, substantive negotiations with other national ISPs. We have also been told on at least two occasions that TWC plans to implement "third party ISP access" some time around the end of the 3rd quarter

Chris Bogart
Time Warner Cable

RE: Notice of Intention to File FCC Complaint

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of 2001. This causes us to conclude that TWC's plan is to implement access arrangements with several national ISPs at about that time.

TWC informed TexasNet on or about March 12, 2001 that TWC would not be prepared to engage in substantive negotiations with local and/or regional ISPs until August of 2001. This necessarily means that local and regional ISPs will not be allowed access to TWC's cable plant on commercially reasonable and viable terms until many months after AOL and several national ISPs have such access.

TWC has failed to negotiate with local and regional ISPs in general, and TexasNet in particular, in a "good faith non-discriminatory manner." First, you have essentially refused to negotiate by failing to propose substantive terms and conditions that are commercially viable, and by indicating that any attempt by TexasNet to propose terms would be fruitless and ignored until you are ready to negotiate. Second, Mr. Adige, like Ms. Blecha before him, has never had and does not at present have the authority to bargain and conclude negotiations with local and/or regional ISPs. Third, you have not agreed to meet at reasonable times, and you have purposely acted in a manner that unduly delayed the course of negotiations. Fourth, you are blatantly discriminating against local and regional ISPs by delaying discussions with them while engaging in active negotiations with national ISPs. The foregoing list is not exclusive, merely indicative of the general course of your behavior. Indeed, we have several other grievances and reserve the right to raise them at any time.

You are on notice that unless you immediately initiate good-faith negotiations with TexasNet we will file a complaint with the FCC. You have 10 business days to both (1) respond to this notice and (2) schedule and conduct meaningful discussions over substantive terms using negotiating representatives with authority to bargain and conclude negotiations.

Please contact the undersigned if you have any questions and/or to deliver your response.

Sincerely,

W. Scott McCollough

xc: Deborah A. Lathen - Chief Common Carrier Bureau
Dale Hatfield - FTC Monitor Trustee
Satish Adige - TWC